

RECORDATION NO. 18447-A FILED 1425

APR 26 1994 - 11 55 AM

INTERSTATE COMMERCE COMMISSION

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

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OF COUNSEL
URBAN A. LESTER

0100199440

April 25, 1994

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) copies of a Bill of Sale, dated as of October 15, 1993, a secondary document as defined in the Commission's Rules for the Recordation Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Memorandum of Lease, dated as of October 15, 1993, which was duly filed with the Commission under Recordation Number 18447.

The names and addresses of the parties to the enclosed document are:

Seller: Helm Equipment Leasing Corporation
One Embarcadero Center, Suite 3500
San Francisco, California 94111

Purchaser: London Life Insurance Company
255 Dufferin Avenue
London, Ontario N6A 4K1
Canada

A description of the railroad equipment covered by the enclosed document is: ninety-eight (98) XM boxcars bearing CPAA reporting marks (formerly HLMX and CO) and numbered 206500 through 206597, inclusive.

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Mr. Sidney L. Strickland, Jr.
April 25, 1994
Page 2

Also enclosed is a check in the amount of \$18.00 payable to the order of the Interstate Commerce Commission to cover the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", written in a cursive style.

Robert W. Alvord

RWA/bg
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

April 26, 1994

**Robert W. Alvord
Alvord & Alvord
918 16th St., NW Suite 200
Washington DC 20006-2973**

Dear Mr. Alvord:

**The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on April 26, 1994 at 11:55AM, and assigned
recording number(s). 18447-A and 18783**

Sincerely yours,

**Secretary
SIDNEY L. STRICKLAND, JR.**

Enclosure(s)

APR 26 1994 -11 55 AM

BILL OF SALE

INTERSTATE COMMERCE COMMISSION

THIS BILL OF SALE is made and delivered pursuant to a Purchase Agreement (the "**Agreement**") dated October 15, 1993 between **HELM EQUIPMENT LEASING CORPORATION**, a corporation existing under the laws of California (the "**Seller**") having an office at One Embarcadero Center, Suite 3500, San Francisco, CA 94111, and **LONDON LIFE INSURANCE COMPANY**, a corporation existing under the laws of Canada (the "**Purchaser**") having an office at 255 Dufferin Avenue, London, Ontario N6A 4K1.

FOR GOOD AND VALUABLE CONSIDERATION as set forth in the Agreement, the receipt and sufficiency of which is hereby acknowledged, the Seller hereby sells, transfers, assigns, conveys and delivers to the Purchaser, its successors and assigns, all of the Seller's right, title and interest in and to the boxcars described in Schedule A attached hereto (the "**Boxcars**").

TO HAVE AND TO HOLD the same and each thereof unto the Purchaser, its successors and assigns, to its and their use and benefit forever.

1. The Seller represents and warrants to the Purchaser that the Seller has good and valid title to the Boxcars, free and clear of all liens, security interests, adverse claims and encumbrances whatsoever, and the Seller covenants that it will warrant and defend the Boxcars and Purchaser's title therein against all claims and demands whatsoever of all persons claiming any interest therein through Seller or through any predecessor in title to Seller or whose claims originate or are based on any matter existing prior to the date hereof (other than any such claims or demands arising through Purchaser or CP (as defined below)). Seller acknowledges and agrees that the Purchaser may assign in favour of CP the benefit of its representation and warranty contained in this paragraph 1 and that CP may enforce the same directly against the Seller.

2. The Boxcars have been accepted by Canadian Pacific Limited ("**CP**") by its delivery to Purchaser of a Certificate of Acceptance pursuant to a Lease Agreement dated October 15, 1993 between CP and Purchaser. Subject to the foregoing, the Seller makes NO WARRANTY, EITHER EXPRESS OR IMPLIED, INCLUDING ANY IMPLIED WARRANTY AS TO MERCHANTABILITY, DURABILITY, FITNESS FOR A PARTICULAR PURPOSE, DESIGN OR CONDITION, with respect to the Boxcars.

3. The Seller hereby assigns and conveys to Purchaser the benefit of all manufacturers' vendors' or dealers' warranties with respect to any Boxcars, including without limitation the Berwick Freight Car Company, Consolidated Rail Corporation, Transco Railway Products Inc. and Keystone Railway Equipment Company warranties relating to the Boxcars.

4. The Seller agrees to do all such things and execute and deliver all such documents as may be reasonably required by the Purchaser to evidence and give effect to the sale of the Boxcars to

the Purchaser and to give effect to the terms of this Bill of Sale.

IN WITNESS WHEREOF, the Seller has caused this Bill of Sale to be executed and delivered by its duly authorized officers as of the 15th day of October 1993.

HELM EQUIPMENT LEASING CORPORATION

By: William M. Peterson
Name:

Title: Executive Vice President

SCHEDULE A

To the Bill of Sale dated October 15, 1993

EQUIPMENT DESCRIPTION:

Ninety-eight (98), sixty foot (60'), one hundred (100) ton, roller bearing, high roof, XM boxcars.

	<u>NEW CAR NUMBER</u>	<u>OLD CAR NUMBER</u>
1.	CPAA 206500	HLMX 495189
2.	CPAA 206501	HLMX 495295
3.	CPAA 206502	HLMX 495298
4.	CPAA 206503	HLMX 495299
5.	CPAA 206504	HLMX 495307
6.	CPAA 206505	HLMX 495310
7.	CPAA 206506	HLMX 495311
8.	CPAA 206507	HLMX 495313
9.	CPAA 206508	HLMX 495321
10.	CPAA 206509	HLMX 495322
11.	CPAA 206510	HLMX 495324
12.	CPAA 206511	HLMX 495325
13.	CPAA 206512	HLMX 495368
14.	CPAA 206513	HLMX 495382
15.	CPAA 206514	HLMX 495403
16.	CPAA 206515	HLMX 495404
17.	CPAA 206516	HLMX 495407
18.	CPAA 206517	HLMX 495409
19.	CPAA 206518	HLMX 495686
20.	CPAA 206519	HLMX 495293
21.	CPAA 206520	HLMX 495297
22.	CPAA 206521	HLMX 495304
23.	CPAA 206522	HLMX 495319
24.	CPAA 206523	HLMX 495356
25.	CPAA 206524	HLMX 495364
26.	CPAA 206525	HLMX 495369
27.	CPAA 206526	HLMX 495380
28.	CPAA 206527	HLMX 495385
29.	CPAA 206528	HLMX 495389
30.	CPAA 206529	HLMX 495296
31.	CPAA 206530	HLMX 495305
32.	CPAA 206531	HLMX 495370
33.	CPAA 206532	HLMX 495358
34.	CPAA 206533	CO 495366
35.	CPAA 206534	CO 495375
36.	CPAA 206535	CO 495395
37.	CPAA 206536	HLMX 495292
38.	CPAA 206537	CO 495362
39.	CPAA 206538	HLMX 495314
40.	CPAA 206539	HLMX 495387
41.	CPAA 206540	HLMX 495294
42.	CPAA 206541	HLMX 495303

SCHEDULE A - Continued

To the Bill of Sale dated October 15, 1993

	<u>NEW CAR NUMBER</u>	<u>OLD CAR NUMBER</u>
43.	CPAA 206542	HLMX 495360
44.	CPAA 206543	HLMX 495388
45.	CPAA 206544	HLMX 495177
46.	CPAA 206545	HLMX 495376
47.	CPAA 206546	HLMX 495377
48.	CPAA 206547	HLMX 495374
49.	CPAA 206548	HLMX 495315
50.	CPAA 206549	HLMX 495674
51.	CPAA 206550	HLMX 495309
52.	CPAA 206551	HLMX 495308
53.	CPAA 206552	HLMX 495306
54.	CPAA 206553	HLMX 495211
55.	CPAA 206554	HLMX 495188
56.	CPAA 206555	HLMX 495326
57.	CPAA 206556	HLMX 495179
58.	CPAA 206557	HLMX 495359
59.	CPAA 206558	HLMX 495219
60.	CPAA 206559	HLMX 495233
61.	CPAA 206560	HLMX 495218
62.	CPAA 206561	HLMX 495182
63.	CPAA 206562	HLMX 495318
64.	CPAA 206563	HLMX 495291
65.	CPAA 206564	HLMX 495351
66.	CPAA 206565	HLMX 495373
67.	CPAA 206566	HLMX 495684
68.	CPAA 206567	HLMX 495208
69.	CPAA 206568	HLMX 495300
70.	CPAA 206569	HLMX 495379
71.	CPAA 206570	HLMX 495203
72.	CPAA 206571	HLMX 495206
73.	CPAA 206572	HLMX 495207
74.	CPAA 206573	HLMX 495222
75.	CPAA 206574	HLMX 495673
76.	CPAA 206575	HLMX 495185
77.	CPAA 206576	HLMX 495350
78.	CPAA 206577	HLMX 495353
79.	CPAA 206578	HLMX 495227
80.	CPAA 206579	HLMX 495349
81.	CPAA 206580	HLMX 495228
82.	CPAA 206581	HLMX 495234
83.	CPAA 206582	HLMX 495367
84.	CPAA 206583	HLMX 495301
85.	CPAA 206584	HLMX 495223
86.	CPAA 206585	HLMX 495205
87.	CPAA 206586	HLMX 495289
88.	CPAA 206587	HLMX 495320
89.	CPAA 206588	HLMX 495212
90.	CPAA 206589	HLMX 495181

SCHEDULE A - Continued

To the Bill of Sale dated October 15, 1993

	<u>NEW CAR NUMBER</u>	<u>OLD CAR NUMBER</u>
91.	CPAA 206590	HLMX 495183
92.	CPAA 206591	HLMX 495683
93.	CPAA 206592	HLMX 495687
94.	CPAA 206593	HLMX 495398
95.	CPAA 206594	HLMX 495363
96.	CPAA 206595	HLMX 495372
97.	CPAA 206596	HLMX 495338
98.	CPAA 206597	HLMX 495365

STATE OF CALIFORNIA

COUNTY OF SAN FRANCISCO

On October 14, 1993, before me, La Ronda A. Gaines
personally appeared William M. Peterson, Executive Vice President of
HELM EQUIPMENT LEASING CORPORATION,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the
person(s) whose name(s) is/are subscribed to the within
instrument and acknowledged to me that he/she/they executed the
same in his/her/their authorized capacity(ies), and that by
his/her/their signature(s) on the instrument the person(s), or
the entity upon behalf of which the person(s) acted, executed
the instrument.

Witness my hand and official seal.

La Ronda A. Gaines
SIGNATURE OF THE NOTARY

